

**E.I.D. - Parry (India) Limited**

Regd.Office : Dare House, 234,N.S.C. Bose Road, Parrys Corner, Chennai 600 001, India.

Tel : 91.44.25306789 Fax : 91.44.25341609 / 25340858

CIN : L24211TN1975PLC006989

Website : www.eidparry.com

February 16, 2024

BSE Limited
1st Floor, New Trading Ring,
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.
Scrip Code: 500125

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/I, G. Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 051.
Scrip Code: EIDPARRY

Dear Sir/Madam,

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Pursuant to Regulation 30 of the SEBI LODR, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement sent by electronic mode today (February 16, 2024) to all the members of the company, seeking approval for the re-appointment of Mr. S. Suresh.(DIN: 06999319) as the Managing Director of the company, with effect from August 1, 2024, for a period upto April 15, 2026.

Pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, and other applicable provisions of the Act, Rules, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the Board of Directors of E.I.D.-Parry (India) Limited (the "Company") has recommended the passing of resolution as set out in the Postal Ballot Notice ("Notice") dated February 6, 2024 by the Members, only by way of remote e-voting process.

In compliance with the General Circulars issued by the Ministry of Corporate Affairs, this Postal Ballot Notice is being sent through electronic mode to those Members whose e-mail address are registered with the Company or Registrar and Share Transfer Agent or Depository Participants and whose names appear in the Register of Shareholders / List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on **Friday, February 9, 2024 ("cut-off date")**.

The Company has engaged the services of KFin Technologies Limited ("KFIN"), Registrar and Share Transfer Agent ("RTA"), for providing remote e-voting facility to all its members. The remote e-voting begins on **February 17, 2024, at 09:00 a.m. IST and ends on March 17, 2024, at 05:00 p.m. IST**. The remote e-voting shall not be allowed beyond the said date and time.

The results of the postal ballot, along with the Scrutinizer's Report will be announced by the Chairman / any Director/ Company Secretary of the Company on or before Tuesday, March 19, 2024. The results of the postal ballot will also be displayed at the registered office and posted on the Company's website

**murugappa**



www.eidparry.com and on KFIN's website <https://evoting.kfintech.com/public/Downloads.aspx> as well as on the website of the Stock Exchanges where the Company's shares are listed viz., www.bseindia.com and www.nseindia.com.

The Postal Ballot Notice will be available on the Company's website at <https://www.eidparry.com/postal-ballot/>, on the website of the Company's RTA, KFIN, [https:// evoting.kfintech.com](https://evoting.kfintech.com) and on the website of stock exchanges i.e. www.nseindia.com and www.bseindia.com.

Kindly take the above information on record.

Thanking you

Yours faithfully

For E.I.D. - PARRY (INDIA) LIMITED

Biswa Mohan Rath
Company Secretary

Encl: As above

A small, handwritten signature in blue ink, appearing to be 'BR'.



E.I.D.- PARRY (INDIA) LIMITED

CIN: L24211TN1975PLC006989

Registered Office: 'Dare House', Parrys Corner, Chennai - 600 001

Tel.: +91-44-25306789, Fax: +91-44-25306930

Email: investorservices@parry.murugappa.com

Website: www.eidparry.com

NOTICE OF POSTAL BALLOT

To

The Members

E.I.D.-Parry (India)Limited

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), SS-2 on General Meetings by Institute of Company Secretaries of India (ICSI) and other applicable provisions of the Act, Rules, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), that the ordinary resolution as set out in this notice is proposed for consideration by the Members of E.I.D.-Parry (India) Limited ("Company") for passing through Postal Ballot by Electronic means ("remote e- voting").

PROPOSED RESOLUTION

Re-appointment of Mr. S. Suresh as Managing Director of the Company:

To consider and if deemed fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. S. Suresh (DIN: 06999319) as the Managing Director of the Company for a period from August 1, 2024 till April 15, 2026 on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as "**the Board**", which term shall be deemed to include Nomination & Remuneration Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of re-appointment and / or remuneration, in such manner and to such extent as may be agreed to by the Board and Mr. S.Suresh.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
For E.I.D.- Parry (India) Limited

Place: Chennai

Date: February 6, 2024

Biswa Mohan Rath
Company Secretary
Membership No: F9149

Notes:

1. The explanatory statement pursuant to the provisions of Section 102 and Section 110 of the Act stating all material facts and the reasons thereof for the proposed resolution set forth in the Notice is annexed to and forms part of this Notice.
2. As per General Circular No.14/2020 dated 8th April, 2020 read with General Circular No.17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No.39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No.3/2022 dated 5th May, 2022 General Circular No.11/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September 2023 (“MCA Circulars”) and other applicable laws and regulations, this Notice along with the instructions regarding remote e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the **Cut-off date i.e., February 9, 2024**. Members may note that this Notice will also be available on the Company’s website, www.eidparry.com and on the website of the Company’s Registrar and Share Transfer Agent, (“RTA”) KFin Technologies Limited (“KFIN”), [https:// evoting.kfintech.com](https://evoting.kfintech.com) and on the website of stock exchanges i.e., www.nseindia.com and www.bseindia.com. The communication of the assets or dissent of the members would take place only through remote e-voting system. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice. The Board of Directors at their meeting held on February 6, 2024 have engaged the services of KFin Technologies Limited (KFIN) for providing remote e-voting facility in this postal ballot.
3. The voting rights of the Members/Beneficial Owners for this Postal Ballot shall be reckoned based on the equity shares held by them as on cut-off date, February 9, 2024. A person who is not a shareholder on the relevant date should treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. The voting for this postal ballot cannot be exercised through proxy.
4. The Postal Ballot Notice is being sent to Members who have registered their e-mail IDs for receipt of documents in electronic form to their e-mail addresses registered with their respective Depository Participants (in case of dematerialised shareholding) / Company’s Registrar and Share Transfer Agent (in case of Physical shareholding).
5. Members who have not registered their e-mail address are requested to register the same with the Depository through their Depository Participant(s) in respect of shares held in electronic form or by writing to KFIN at inward.ris@kfintech.com in respect of shares held in physical form.

Registration of e-mail:

Type of Holder	Process to be followed for registration of e-mail address and mobile number
Physical	Members may send an e-mail request to einward.ris@kfintech.com or investorservices@parry.murugappa.com along with: <ul style="list-style-type: none"> - Form ISR-1, Form ISR-2, Form ISR-3 / Form SH-13 for updation of KYC details including e-mail address*; - Scanned copy of the signed request letter mentioning the Folio No., name of the Member, e-mail address and mobile number; - Self-attested copy of PAN; - Self-attested copy of any address proof including Aadhar - Scanned copy of share certificate(s) (front and back).
Demat	Members may contact their DPs and register or update their respective e-mail addresses in the demat account, as per the process recommended by the DP.

Alternatively, Members can register their e-mail address and mobile number by clicking <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> and giving the necessary details. After due verification, the RTA shall send the Postal Ballot Notice requested by the Member.

*The forms can be downloaded from https://ris.kfintech.com/clientservices/isc/default.aspx#iscdownload_hrd.

Further, after providing the e-mail request as above, Members are requested to send the hard copy of the documents stated hereinabove addressed to M/s. KFin Technologies Limited (Unit: E.I.D.- Parry (India) Limited), Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032.

6. The remote e-voting begins on **February 17, 2024**, at 09:00 a.m. IST and ends on **March 17, 2024**, at 05:00 p.m. IST. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by KFIN upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast the vote again. Voting rights of a Member shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. The resolution, if passed by requisite majority, shall be deemed to have been passed on **March 17, 2024**, the last date specified for remote e-voting.
8. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
9. Pursuant to Rule 22(5) of the Companies (Management & Administration) Rules, 2014, the Board of Directors of the Company have appointed Mr. R.Sridharan of M/s. R. Sridharan & Associates, Practising Company Secretaries, Chennai (Membership No. F4775 / CP No: 3239) as the Scrutinizer (“Scrutinizer”) for conducting the postal ballot voting process by way of remote e-voting in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman / any Director/ Company Secretary of the Company duly authorised by the Chairman after completion of the scrutiny of remote e-voting. The results of the postal ballot will be announced by the Chairman / any Director/ Company Secretary of the Company on or before **Tuesday, March 19, 2024**. The results of the





postal ballot will also be displayed at the registered office and posted on the Company's website www.eidparry.com and on KFIN's website <https://evoting.kfintech.com/public/Downloads.aspx> as well as on the website of the Stock Exchanges where the Company's shares are listed viz., www.bseindia.com and www.nseindia.com.

11. All the documents referred to in this Notice and the Statement pursuant to section 102 of the Act, will be available for inspection by the members electronically. Members seeking to inspect such documents can send an email to investorservices@parry.murugappa.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
12. Information as required under the Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS 2) issued by the Institute of Company Secretaries of India (ICSI), in respect of re-appointment of Directors is furnished and forms part of the notice.
13. In terms of 'MCA Circulars', voting can be done only by remote e-voting. The Members are strongly advised to use the e-voting procedure by themselves and not through any other person.
14. Members are requested to note that Securities and Exchange Board of India through circular ref. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, (now rescinded due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated May 17, 2023) has mandated that shareholders holding shares in physical mode to update the following details with the Company / RTA:
 - PAN
 - KYC and
 - Nomination

The KYC details include contact information namely postal address with pincode, mobile Number and e-mail address. Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA. Any clarifications in this regard may be addressed by an email to investorservices@parry.murugappa.com. For more details, Members are requested to refer to the website of the Company at www.eidparry.com.

15. The instructions for Shareholders for e-voting are as under:
 - a) Pursuant to the provisions of Section 108 of the Act and Rules made thereunder, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide the members facility to exercise their right to vote through the remote e-voting services provided by KFIN, on the resolution set forth in this Notice.
 - b) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

- c) Procedure of login for Individual shareholders holding the securities in demat mode and access remote e-Voting as devised by Depositories / Depository Participants are given below:

Shareholders	Login Procedure
Individual Shareholders holding shares in Demat mode with National Securities Depository Limited (“NSDL”)	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e- Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e- Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e- Voting period. 4. Shareholders/Members can also download NSDL Mobile App <ol style="list-style-type: none"> a. “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p style="text-align: center; color: #0070C0; font-weight: bold;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

<p>Individual shareholders holding securities in demat mode with Central Depository Services Limited (“CDSL”)</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual shareholders (holding shares in Demat mode) login through their demat accounts / Website of Depository Participant:</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option.</p> <p>Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

For technical Assistance:

Members facing any technical issue in logging can contact the respective helpdesk by sending a request on the email id's or contact on the phone nos. provided below:

NSDL	CDSL
E-mail: evoting@nsdl.co.in	E-mail: helpdesk.evoting@cdslindia.com
Toll free nos.: +91 22 24997000/ +91 22 48867000	Contact no. : 1800 225 533

d) Information and instructions for remote e-Voting by shareholders other than individuals holding shares of the Company in demat mode and all shareholders holding shares in physical mode:

1. In case a member receives an e-mail from the Company / KFIN [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:

- i. Launch internet browser by typing the URL: [https:// evoting.kfintech.com](https://evoting.kfintech.com)
- ii. Enter the login credentials. In case of physical folio, User ID will be EVEN followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. If you are already registered with KFIN for e-Voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-3094-001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password. Members who have forgotten the Password are advised to use "Forgot Password" options available on the website.

or

Enter the login credentials. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

If you are already registered with KFIN for e-Voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-3094-001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password. Members who have forgotten the Password are advised to use "Forgot Password" options available on the website.

- iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN): 7873 for E.I.D.- Parry (India) Limited.
 - vii. On the voting page, enter the number of shares as on the Cut-off Date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to “ABSTAIN”, and vote will not be counted under either head.
 - viii. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”.
 - x. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
 - xii. Once you confirm, you will not be allowed to modify your vote.
 - xiii. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI etc.,) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser through email to the ID: rsaevoting@gmail.com with a copy marked to evoting@kfintech.com The scanned image of the above-mentioned documents should be in the naming format “EID Parry–Postal Ballot”.
2. Procedure for registering the email addresses and obtaining the Postal Ballot notice by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form):
 - i. Members, who have not registered their e-mail addresses and, therefore, not received the, Postal Ballot Notice and e-Voting instructions, may temporarily get their email address and mobile number registered with the Company’s RTA, KFIN by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. In case of any queries, Members may write to inward.ris@kfintech.com
 - a) Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.

- b) Members holding shares in physical form and who have not registered their email address and mobile number, are requested to furnish a scanned signed copy of the request letter providing the name of the shareholder, Folio No., email address, mobile number and self-attested copy of PAN, Aadhaar to the Company's RTA, KFin Technologies Limited at the email address - einward.ris@kfintech.com or premkumar.maruturi@kfintech.com or investorservices@parry.murugappa.com for receiving the Postal Ballot Notice electronically. The request with the above documents can also be sent to M/s.KFin Technologies Limited at Selenium Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad-500 032
- c) All Members whose email address are not registered with Company/DP may temporarily get their email address and mobile number registered with RTA by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> and follow the steps mentioned therein to enable receipt of the Postal Ballot Notice and e-voting instructions electronically.
- d) In case of any queries, shareholder may write to einward.ris@kfintech.com.
- e) Those members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form. Members holding shares in physical mode are also requested to update their e-mail addresses, advise any change in their address, bank mandates by writing to KFin Technologies Limited (KFIN), Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad-500 032 quoting their folio number(s).

In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFIN's website for e-voting: <https://evoting.kfintech.com> or contact KFIN as per the details given below.

- i. In case of any query/ grievance pertaining to E-voting, please visit Help & FAQ section of <https://evoting.kfintech.com> or contact Mr. Prem Kumar, Manager at KFin Technologies Limited [Unit: E.I.D-Parry (India) Limited], Selenium Tower B, Plot No. 31& 32, Financial District, Gachibowli, Hyderabad - 500 032, e-mail: einward.ris@kfintech.com, Contact No.: 040-67162222 & Toll-free No. 1800 309 4001.
- ii. The Securities and Exchange Board of India (SEBI) vide its circular SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 has made it mandatory for holders of physical securities to furnish PAN, email address, mobile number, bank account details and also to register their nomination. You are requested to update / register the details. The requisite forms can be downloaded from www.eidparry.com/investors/shareholdersassistance/

The e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
Saturday, February 17, 2024, at 9.00 a.m. IST	Sunday, March 17, 2024, at 5.00 p.m. IST

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013 (“THE ACT”) AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”)

Re-appointment of Mr. S. Suresh (DIN: 06999319) as Managing Director of the Company:

Mr.S.Suresh was appointed as the Deputy Managing Director with effect from July 1, 2016 by the Board at their meeting held on June 18, 2016, which was approved by the shareholders at the 41st Annual General Meeting (AGM) held on August 5, 2016. Subsequently, he was appointed as the Managing Director of the Company for a period of five years from August 1, 2017, by the Board at their meeting held on May 18, 2017, which was approved by the shareholders at the 42nd AGM on August 4, 2017. The appointment of Mr. S. Suresh was extended for a period of two years from August 1, 2022, by the Board at their meeting held on May 17, 2022, which was approved by the Members at the 47th AGM held on August 9, 2022.

The appointment of his current term would expire on July 31, 2024. The Board at their meeting held on February 6, 2024, on the recommendation of the Nomination & Remuneration Committee, re-appointed Mr. S. Suresh as the Managing Director of the Company for a period from August 1, 2024, to April 15, 2026, on a remuneration as set out below subject to the limits as prescribed under the Companies Act, 2013.

In compliance with the provisions of Section 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of the Listing Regulations, the approval of the Members is sought for the re-appointment of Mr. S. Suresh as Managing Director of the Company as set out below.

Basic salary - In the range of Rs. 7,50,000 to Rs. 15,00,000 per month

The annual increments which will be effective from July 1 every year will be decided by the Nomination & Remuneration Committee.

(i) Allowances and Perquisites not exceeding 300% of the salary: -

- a) Allowances shall include House Rent Allowance, Leave Travel Allowance, Special Allowance, Additional Special Allowance and / or any other allowance as may be determined by the Nomination & Remuneration Committee.
- b) Perquisites shall include provision of furnished / unfurnished accommodation, personal accident insurance, reimbursement of medical expenses incurred for self and family, club subscription, provision of car as per the Company’s Policy, leave encashment as per the rules of the Company in force from time to time and any other perquisites, benefits, amenities as may be decided from time to time and approved by the Nomination & Remuneration Committee.

Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes and loans) the perquisites shall be valued as per income tax rules.

(ii) Incentive: -

Based on the achievement of the performance parameters laid down, an amount not exceeding 25% (at 100% achievement level) of the annual pay (annual pay includes salary, perquisites, allowances, incentives and retirement benefits) or as may be determined by the Nomination & Remuneration Committee.

(iii) Retirement Benefits: -

- a) Contribution to Provident Fund, Superannuation Fund, National Pension Scheme and Gratuity as per the Rules of the Company / approved scheme of the Company in force from time to time.
- b) Encashment of leave as per rules of the Company in force.

(iv) ESOP

Grant of stock options under the Company's ESOP Scheme as may be determined by the Nomination & Remuneration Committee from time to time.

GENERAL

- a) In the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and retirement benefits shall be paid to Mr. S. Suresh, Managing Director as may be determined by the Board or the Nomination and Remuneration Committee in accordance with the limits, prescribed under the Companies Act, 2013.
- b) Mr. S. Suresh, Managing Director, will be subject to all other service conditions as applicable to any other senior management employee of the Company.

A brief resume and other details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2, is enclosed as Annexure to this notice.

Memorandum of Interest

Mr. S.Suresh is not related to any of the Directors or to any Key Managerial Personnel of the Company.

Except Mr. S.Suresh, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution set out in the Postal Ballot Notice.

The Board recommends the Ordinary Resolution for approval by the Members.

By Order of the Board
For E.I.D.- Parry (India) Limited

Place: Chennai
Date: February 6, 2024

Biswa Mohan Rath
Company Secretary
Membership No: F9149

DETAILS PERTAINING TO DIRECTORS AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name of the Director	Mr.S.Suresh
DIN	06999319
Date of Birth	16/04/1966
Age	57 Years
Date of first appointment on the Board	July 1, 2016
Qualifications	Mechanical Engineering Graduate with a Post Graduate Diploma in Industrial Engineering and an MBA with specialization in Finance.
Expertise (Including expert in specific functional area) / Brief Resume / Experience	<p>Mr. S. Suresh is the Managing Director of E.I.D.- Parry (India) Limited and has been associated with the Murugappa Group since August 2014. He is a Mechanical Engineer with a Post Graduate Diploma in Industrial Engineering and an MBA with specialization in Finance. He has over 34 years of experience across different industries in the areas of Sales, Marketing, Manufacturing, Industrial Relations, Supply Chain, Management of Special Projects, Industrial Engineering and business turnarounds. He started his career as a Graduate Engineer Trainee with the National Aluminium Company, Orissa and then worked as Asst. Director with the National Productivity Council, an autonomous body under the Ministry of Industries for 3 years. He then moved to Britannia Industries and worked for 13 years in different capacities handling the various functions of Supply chain and was the Regional Manufacturing Head for Britannia heading 20 plus factories. Thereafter, he moved to Cavinkare Private Limited in 2007 and was the Executive VP of Supply Chain and later as Head of Dairy Business. Then he moved to E.I.D.- Parry (India) Ltd in 2014 as the Business Head of its Subsidiary, Parry Sugars Refinery India Private Limited's refinery operations. He was later appointed as the Deputy Managing Director of E.I.D.- Parry (India) Ltd in 2016 and then as Managing Director in 2017.</p> <p>He is also the Managing Director of Parry Sugars Refinery India Private Limited and holds position as Director of Parry Infrastructure Company Private limited, wholly owned subsidiaries of E.I.D.- Parry (India) limited.</p>
Terms and conditions of the appointment / re-appointment	As per the resolution provided in the Postal Ballot Notice read with explanatory statement thereto, Mr. S. Suresh is proposed to be re-appointed as Managing Director for two years w.e.f. August 1, 2024, till April 15, 2026
Remuneration last drawn (including sitting fee, if any)	229.51 Lakhs (for the year 2022-23)
Remuneration proposed to be paid (except sitting fees and commission)	As per the resolution read with explanatory statement thereto.
Shareholding in the Company	5600

No of Meetings of the Board attended during the year	5 (100% attendance)					
Directorship in other companies & Chairman /Member of the committees of the Boards of which he is a director	<p>Directorship in other Companies</p> <ol style="list-style-type: none"> 1. Parry Sugars Refinery India Private Limited 2. Parry Infrastructure Company Private Limited <p>Chairman /Member of the committees of the Boards of which he is a Director:</p> <table border="1" data-bbox="579 517 1382 949"> <tr> <td data-bbox="579 517 887 842">E.I.D.-Parry (India) Limited</td> <td data-bbox="887 517 1382 842">(i) Risk Management Committee – Member (ii) Stakeholders Relationship Committee – Member (iii)Corporate Social Responsibility Committee – Member (iv)Loans and Investment Committee - Member</td> </tr> <tr> <td data-bbox="579 842 887 949">Parry Sugars Refinery India Private Limited</td> <td data-bbox="887 842 1382 949">Loans and Investment Committee – Member</td> </tr> </table>		E.I.D.-Parry (India) Limited	(i) Risk Management Committee – Member (ii) Stakeholders Relationship Committee – Member (iii)Corporate Social Responsibility Committee – Member (iv)Loans and Investment Committee - Member	Parry Sugars Refinery India Private Limited	Loans and Investment Committee – Member
E.I.D.-Parry (India) Limited	(i) Risk Management Committee – Member (ii) Stakeholders Relationship Committee – Member (iii)Corporate Social Responsibility Committee – Member (iv)Loans and Investment Committee - Member					
Parry Sugars Refinery India Private Limited	Loans and Investment Committee – Member					
Listed Company from which he resigned the directorship during the past three years	NIL					
Inter-se relationship with any Director / Key Managerial personnel	NIL					